

Transportation Corporation of America

P. O. BOX 218 • CHICAGO HEIGHTS, ILLINOIS 60411
AREA CODE 312 • 757-5900

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INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Date February 28, 1985

Interstate Commerce Commission
Recordation Clerk
Room 1211
12th & Constitution Ave., N.W.
Washington, D.C. 20423

No.

MAR 5 1985

Date

Fee \$ 10.00

ICC Washington, D. C.

Gentlemen:

Enclosed for recordation under the provision of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, are four (4) copies of the following:

Memorandum of Amendment to Lease Agreement No. 101281 dated October 12, 1981, Memorandum dated November 30, 1984, between TRANSPORTATION CORPORATION OF AMERICA and SOO LINE RAILROAD COMPANY

Recordation No. 13292

No. of Cars: Twenty-five (25)

Description of Cars: 52'-6" Gondola Cars

Car Numbers: SOO 64169 thru SOO 64193, both inclusive

The names and address of the parties hereto are as follows:

Lessor:

Transportation Corporation of America
P. O. Box 218
Chicago Heights, IL 60411

Lessee:

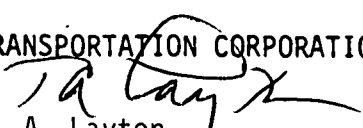
Soo Line Railroad Company
Soo Line Building
P. O. Box 530
Minneapolis, MN55440

The undersigned is the treasurer of Transportation Corporation of America and has knowledge of the matters set forth within the enclosed documents. Kindly record and thereafter return to T. A. Layton, Transportation Corporation of America, P. O. Box 218, Chicago Heights, Illinois 60411, the remaining three (3) copies of the enclosed document, marked "Recorded."

Attached hereto is a remittance in the sum of \$ 10.00 covering the required Recording Fee.

Cordially,

TRANSPORTATION CORPORATION OF AMERICA


T. A. Layton
Treasurer

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Enclosures

A Duchossois Industries Company

REGISTRATION NO. 13292C Filed 1423

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF AMENDMENT

To Lease Number 101281

Dated as of October 12, 1981

Between

TRANSPORTATION CORPORATION OF AMERICA ("Lessor")

and

SOO LINE RAILROAD COMPANY

Memorandum of an Amendment, dated as of November 30, 1981, to Lease Agreement No. 101281 dated as of October 12, 1981, by and between TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation ("Lessor") and SOO LINE RAILROAD COMPANY, a Minnesota corporation ("Lessee").

W I T N E S S E T H:

1. Lessor and Lessee have amended Lease Agreement No. 101281 dated as of October 12, 1981, a copy of which was recorded with the Interstate Commerce Commission on October 27, 1981, under Recordation No. 13292

2. That amendment relates to those railroad cars described in Exhibit A hereto.

In Witness Whereof, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers and duly attested as of the date and year first above written.


(CORPORATE SEAL)

TRANSPORTATION CORPORATION OF AMERICA
(Lessor)

By: 

President

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

SOO LINE RAILROAD COMPANY
(Lessee)

By: 

VICE President - OPERATIONS

ATTEST:


Secretary

STATE OF ILLINOIS)

SS:

COUNTY OF COOK)

On this 26th day of February, 1985 before me personally appeared C. H. WRIGHT, to me personally known who being by me duly sworn, says that he is a President of TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John M. Bauer
Notary Public

My Commission Expires March 9, 1988

(Seal)

My Commission Expires: January 11, 1985

STATE OF MN.)

COUNTY OF Dakota) SS:

On this 20th day of February, 1985, before me personally appeared C. C. Leary, to me personally known who being by me duly sworn, says that he is Vice President - Operations of Soo Line Railroad, an Minnesota corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Julie R. Mart
Notary Public

(Seal)

My Commission Expires: 7-20-88

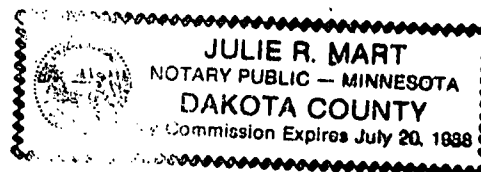


EXHIBIT "A" TO AMENDMENT

To Lease No. 101281

Dated As Of October 12, 1981

Between TRANSPORTATION CORPORATION OF AMERICA and
SOO LINE RAILROAD COMPANY

Recorded with the Interstate Commerce Commission on
October 27, 1981, under Recordation No. 13292 .

CAR NUMBERS: S00 64169 thru S00 64193

CAR OWNER'S MARKS: Title to this car subject to documents filed
with the Interstate Commerce Commission

CLASS OF CAR: 52'-6" Gondola Car

NUMBER OF CARS: Twenty-five(25)

TRUCK CAPACITY: 100-ton

RENTAL TERM: As specified in Rider No. 10128103 dated
November 30, 1984